

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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JAN 16 2019

JUDGE KAPLAN'S CHAMBERS

RICHARD DENNIS, SONTERRA CAPITAL
MASTER FUND, LTD., FRONTPOINT FINANCIAL
SERVICES FUND, L.P., FRONTPOINT ASIAN
EVENT DRIVEN FUND, L.P., AND FRONTPOINT
FINANCIAL HORIZONS FUND, L.P., on behalf of
themselves and all others similarly situated,

Plaintiffs,

v.

JPMORGAN CHASE & CO., JPMORGAN CHASE
BANK, N.A., JPMORGAN CHASE BANK, N.A.
AUSTRALIA BRANCH, BNP PARIBAS, S.A., BNP
PARIBAS, AUSTRALIA BRANCH, THE ROYAL
BANK OF SCOTLAND GROUP PLC, THE ROYAL
BANK OF SCOTLAND PLC, RBS N.V., RBS
GROUP (AUSTRALIA) PTY LIMITED, UBS AG,
UBS AG, AUSTRALIA BRANCH, AUSTRALIA
AND NEW ZEALAND BANKING GROUP LTD.,
COMMONWEALTH BANK OF AUSTRALIA,
NATIONAL AUSTRALIA BANK LIMITED,
WESTPAC BANKING CORPORATION,
DEUTSCHE BANK AG, DEUTSCHE BANK AG,
AUSTRALIA BRANCH, HSBC HOLDINGS PLC,
HSBC BANK AUSTRALIA LIMITED, LLOYDS
BANKING GROUP PLC, LLOYDS BANK PLC,
LLOYDS TSB BANK PLC, AUSTRALIA,
MACQUARIE GROUP LTD., MACQUARIE BANK
LTD., ROYAL BANK OF CANADA, RBC CAPITAL
MARKETS LLC, ROYAL BANK OF CANADA,
AUSTRALIA BRANCH, MORGAN STANLEY,
MORGAN STANLEY AUSTRALIA LIMITED,
CREDIT SUISSE GROUP AG, CREDIT SUISSE
AG, ICAP PLC, ICAP AUSTRALIA PTY LTD.,
TULLETT PREBON PLC, TULLETT PREBON
(AUSTRALIA) PTY LTD., AND JOHN DOES NOS.
1-50,

Defendants.

Civil Action No. 16-cv-06496 (LAK)

Hon. Lewis A. Kaplan

USDS SDNY
DOCUMENT
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[PROPOSED] ORDER
CONCERNING NOTICE OF
PENDENCY AND NOTICE OF
PROPOSED SETTLEMENT WITH
JPMORGAN CHASE & CO. AND
JPMORGAN CHASE BANK, N.A.

WHEREAS, by order dated November 28, 2018 (ECF No. 229) (the “November 28 Order”), this Court granted Plaintiffs’ Unopposed Motion for Conditional Class Certification for purposes of Class Action Settlement with Defendants JPMorgan Chase & Co. and JPMorgan Chase Bank, N.A. (“JPMorgan”) and, pursuant to Fed. R. Civ. P. 23(a) and 23(b)(3), conditionally certified a proposed Settlement Class with respect to the Stipulation and Agreement of Settlement as to JPMorgan dated November 20, 2018 (the “Settlement Agreement”);

WHEREAS, the November 28 Order directed the parties to submit a proposed order as to the timing, plan and forms of Class Notice to the Settlement Class and the date of the Fairness Hearing before this Court to consider any objections to final approval of the Settlement by any member(s) of the Settlement Class and to consider the fairness, adequacy and reasonableness of the Settlement and Settlement Agreement;

WHEREAS, Plaintiffs, with JPMorgan’s consent, submitted their proposed order and supporting materials on January 15, 2019;

WHEREAS, the Court having read and considered the Settlement and accompanying documents; and Plaintiffs and JPMorgan (collectively, the “Settling Parties”) having consented to the entry of this Order; and

WHEREAS, unless otherwise stated herein, all defined terms contained herein shall have the same meanings set forth in the Settlement.

NOW, THEREFORE, IT IS HEREBY ORDERED:

1. Plaintiffs are directed forthwith to issue subpoenas *duces tecum* upon such futures commission merchants, banks, brokers and exchanges as necessary to identify Class members for purposes of giving notice. Names and addresses of Class members so identified shall be kept confidential by Class Counsel for use in this action and for no other purpose.

2. On or before July 31, 2019, Plaintiffs will update the Court on the status of discovery of Class members' identification. At that time Plaintiffs will seek approval of (a) the Class Notice Plan; (b) the proposed form(s) of the mailed notice, the publication notice, website to provide notice and information concerning the Settlement ("Settlement Website"), and any other reasonable means or devices of providing notice to the Class; and (c) their selection of a Settlement Administrator for purposes of the Settlement. Plaintiffs will also advise the Court as to whether the giving of Class Notice and the scheduling of a hearing for final approval of the Settlement (the "Fairness Hearing") is appropriate based on the status of their discovery and the status of the case, or should be deferred until a later date in the interests of conserving expenses to the Settlement Class.

3. The date, time, and place of the Fairness Hearing shall be set forth in the Class Notice, but shall be subject to adjournment or change by the Court without further notice to the Settlement Class Members, other than that which may be posted at the Court or on the Settlement Website.

4. The Court reserves the right to approve the Settlement at or after the Fairness Hearing with such modifications as may be consented to by the Settling Parties and without further notice to the Settlement Class.

5. All Settlement Class Members and their legally authorized representatives, unless and until they have submitted a timely request for exclusion from the Settlement Class (hereinafter, "Request for Exclusion"), will be preliminarily enjoined from (i) filing, commencing, prosecuting, intervening in, or participating as a plaintiff, claimant, or class member in any other lawsuit or administrative, regulatory, arbitration, or other proceeding in any jurisdiction based on the Released Claims; (ii) filing, commencing, or prosecuting a lawsuit or administrative, regulatory, arbitration, or other proceeding as a class action on behalf of any Settlement Class Members (including by seeking to amend a pending complaint to include class allegations or seeking class certification in a pending

action), based on the Released Claims; (iii) attempting to effect an opt-out of a group, class, or subclass of individuals in any lawsuit or administrative, regulatory, arbitration, or other proceeding based on the Released Claims; and (iv) assisting any third party in commencing or maintaining any suit against any Releasee related in any way to any Released Claims.

6. No later than 30 days after entry of an order scheduling the Fairness Hearing (the “Class Notice Commencement Date”), the Settlement Administrator or other notice agent shall commence mailing of Class Notice and cause copies of the mailed notice to be mailed in the form (without material variation) and manner approved by the Court. The foregoing initial mailings shall be substantially completed no later than 40 days after the Class Notice Commencement Date (the “Initial Mailing Completion Date”).

7. No later than the Class Notice Commencement Date, the Settlement Administrator shall cause to be published a publication notice in the form (without material variation) and manner approved by the Court.

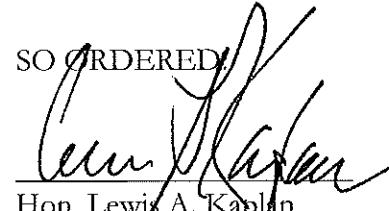
8. The Settlement Administrator shall create and maintain the Settlement Website until the termination of the administration of the Settlement. The Settlement Website shall include copies of the Settlement Agreement (including exhibits), this Order and any subsequent orders, the mailed and publication notices, the motion for conditional certification and all exhibits attached thereto, identify important deadlines, and provide answers to frequently asked questions. The Settlement Website may be amended as appropriate during the course of the administration of the Settlement. The Settlement Website shall be searchable on the Internet.

9. The Settlement Administrator shall maintain a toll-free interactive voice response telephone system containing recorded answers to frequently asked questions, along with an option permitting callers to speak to live operators or to leave messages in a voicemail box.

10. No later than 4 days after the Initial Mailing Completion Date, the Settlement Administrator shall serve and file a sworn statement attesting to compliance with the notice provisions in paragraphs 6-9 of this Order.

11. All reasonable costs incurred in identifying and notifying Settlement Class members, as well as in administering the Settlement, shall be paid as set forth in the Settlement. At or after the Fairness Hearing, the Court shall determine whether any motion for attorneys' fees and reimbursement of expenses to be paid from the Settlement Fund shall be approved. Neither JPMorgan nor JPMorgan's counsel shall have any responsibility for any application for attorneys' fees and reimbursement of expenses submitted by Class Counsel, and such matters will be considered separately from the fairness, reasonableness and adequacy of the Settlement.

12. Class Counsel are authorized and directed to prepare any tax returns and any other tax reporting for or in respect of the Settlement Fund, to pay from the Settlement Fund any Taxes owed with respect to the Settlement Fund, and to otherwise perform all obligations with respect to Taxes and any reporting or filings in respect thereof as contemplated by the Settlement, without further order of the Court.

SO ORDERED,

Hon. Lewis A. Kaplan
United States District Judge

1/16/19